

F020000000379

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CPE Staff, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Steve Barnett
(Name of Person)
CPE Staff, Inc.
(Firm/Company)
9200 Sunset Blvd. Ste 1100
(Address)
West Hollywood, CA 90069-3606
(City/State and Zip code)

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-01/22/02-01061-012
*****78.75 *****78.75

For further information concerning this matter, please call:

Steve Barnett at (310) 385-1000 x2200
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CPE Staff, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. California 3. 95-4470859
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/30/1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01/01/2002 Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9200 Sunset Blvd. Ste 1100, West Hollywood, CA 90069-3606
(Principal office address)

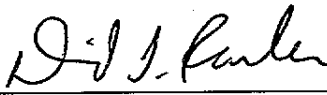
SAME AS ABOVE
(Current mailing address)

8. SEE ATTACHED PURPOSE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Rd.
Plantation, Florida 33324
(City) (Zip code)

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10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DAVID I. FARBER
ASSISTANT SECRETARY
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

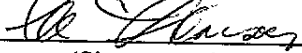
Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X  _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lee C. Samson, CEO _____

(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application for Authority to Transact Business in Florida

**Purpose Clause of
CPE STAFF, Inc.**

Staff Leasing. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Florida.

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Officers

1. Lee C. Samson, Chairman of the Board
Business Address:
9200 Sunset Boulevard, S-1100
West Hollywood, California 90069

Residence Address:
710 N. Alpine Drive
Beverly Hills, California 90210
2. Lawrence E. Feigen, President
Business Address:
9200 Sunset Boulevard, S-1100
West Hollywood, California 90069

Residence Address:
432 S. Las Palmas Avenue
Los Angeles, California 90020
3. Harold Walt, Chief Financial Officer
Business Address:
9200 Sunset Boulevard, S-1100
West Hollywood, California 90069

Residence Address:
1442 S. Durango Avenue
Los Angeles, California 90035
4. Christine Houser, Secretary
Business Address:
9200 Sunset Boulevard, S-1100
West Hollywood, California 90069

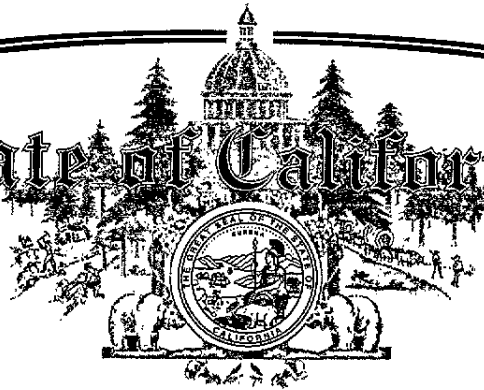
Residence Address:
12837 Landale Street
Studio City, California 91604

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State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **1st day of April, 1994, CPE STAFF, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

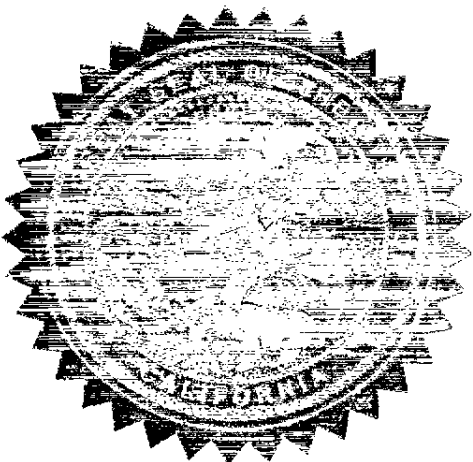
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of December 6, 2001.



Bill Jones
BILL JONES
Secretary of State

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